

RECORDATION NO. 16128-N-0  
OCT 9 - 1996 - 10 45 AM  
COMMISSION

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 8, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of Lease Supplement No. 6 and Security Agreement and Trust Indenture Supplement No. 6, both dated as of March 8, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16128.

The names and addresses of the parties to the enclosed document are:

Lease Supplement No. 6

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: GE Capital Railcar Associates, Inc.  
33 W. Monroe Street  
Chicago, Illinois 60603

Counterparts -  
E. C. Alvord

Mr. Vernon A. Williams  
October 8, 1996  
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Security Agreement and Trust Indenture Supplement No. 6

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 16128-0

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**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6**

INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 6**

("TRUST INDENTURE SUPPLEMENT NO. 6") dated as of March 8, 1996, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 88-3, and the STATE STREET BANK AND TRUST COMPANY (the "Security Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, (the "Trust Indenture"), as supplemented, dated as of December 15, 1988, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board ("STB")) pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16128-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of ITEL Rail Corporation, seven hundred eighty-three (783) units of railroad equipment pursuant to an Equipment Lease Agreement, (the "Lease"), as supplemented, dated as of December 15, 1988 between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16128 and

**WHEREAS, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and**

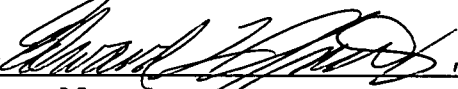
**WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.**

**NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:**

- 1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.**
- 2. The Trust Indenture is hereby supplemented as follows:**
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1995 - December 31, 1995.**

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

**WILMINGTON TRUST COMPANY**  
not individually but solely as Owner  
Trustee under Rail Trust No. 88-3

By   
Name: **EDWARD L. TRUITT, JR.**  
Title: **Financial Services Officer**

**THE STATE STREET BANK AND  
TRUST COMPANY**  
Security Trustee under Rail Trust No. 88-3

By   
Name: **Ruth A. Smith**  
Title: **Vice President**

STATE OF DELAWARE )

) SS.

COUNTY OF NEW CASTLE )

On this 22 day of March, 1996, before me personally appeared Edy. Smith, personally known to me to be the person who executed the within instrument as Fin. Asst. Officer of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

Cheryl Ann MacNeill

Notary Public

CHERYL ANN MACNEILL

NOTARY PUBLIC

STATE OF MASSACHUSETTS )

My commission expires November 2, 1997

) SS. Boston

COUNTY OF NORFOLK )

On this 3rd day of October, 1996, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as VICE PRESIDENT of THE STATE STREE BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Laura L. Morse

Notary Public

LAURA MORSE

Notary Public

My Commission Expires July 26, 2002

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 88-3**

**SCHEDULE A**

**Remarks for Period 1/1/95 to 12/31/95**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
KWT	009004	TSBY	009004
KWT	009006	TSBY	009006
KWT	009010	TSBY	009010
KWT	009011	TSBY	009011
KWT	009016	TSBY	009016
KWT	009027	TSBY	009027
KWT	009030	TSBY	009030
KWT	009041	TSBY	009041
KWT	009047	TSBY	009047
WCT	008532	ITLX	040641
WCT	043352	ITLX	040668
WCT	043530	ITLX	040688
WCT	043535	ITLX	040689
WCT	045260	ITLX	040735
UTCX	044582	PLCX	026720
WCTR	043518	ITLX	040684
WCTR	043642	ITLX	040709
KCS	025589	PLCX	025589
KCS	025620	PLCX	025620
KCS	025628	PLCX	025628
KCS	025634	PLCX	025634

### LIMITATION OF LIABILITY RIDER

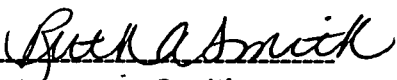
It is expressly understood and agreed to by the parties hereto that (i) this Security Agreement and Trust Indenture Supplement No. 6 is executed and delivered by Wilmington Trust Company on behalf of Rail Trust No. 88-3, not individually or personally but solely as the Owner Trustee under the Trust Agreement of Rail Trust No. 88-3, in the exercise of the power and authority conferred and vested in it as Trustee, and (ii) each of the representations, undertaking and agreements herein on the part of Rail Trust No. 88-3 is made and intended not as the personal representation, undertaking and agreement by the Owner Trustee or Wilmington Trust Company but is made and intended for the purpose of binding only Rail Trust No. 88-3. The parties shall look solely to the trust estate of Rail Trust No. 88-3 established pursuant to the aforementioned Trust Agreement and not to the Owner Trustee or Wilmington Trust Company for the satisfaction of any and all claims, liabilities, damages, losses, costs or expenses of any party hereto arising out of or relating to the nonperformance by Rail Trust No. 88-3 of any of its obligations hereunder.

Dated this 21st day of March, 1996.

**WILMINGTON TRUST COMPANY**  
not individually but solely as Owner  
Trustee under Rail Trust No. 88-3

By:   
Name: **EDWARD L. TRUITT, JR.**  
Title: **Financial Services Officer**

**STATE STREET BANK AND  
TRUST COMPANY, as Security  
Trustee Under Rail Trust No. 88-3**

By:   
Name: **Ruth A. Smith**  
Title: **Vice President**